

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

AGWAY FARM & HOME SUPPLY, LLC,¹
Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Re: DI No. 70, 88, 92

**SUPPLEMENTAL DECLARATION OF JAY QUICKEL, PRESIDENT AND CEO
OF AGWAY FARM & HOME SUPPLY, LLC, IN SUPPORT OF DEBTOR’S MOTION
FOR AN ORDER APPROVING (1) KEY EMPLOYEE INCENTIVE PLAN; (2) KEY
EMPLOYEE RETENTION PLAN, AND (3) GRANTING RELATED RELIEF**

I, Jay Quickel, declare and state as follows:

1. I am the Chief Executive Officer (“CEO”) and President for Agway Farm & Home Supply, LLC, a Delaware limited liability company (“Debtor”) that has filed a voluntary petition under Chapter 11 of title 11 of the United States Code, commencing this Chapter 11 case (the “Case”). The Chapter 11 Petition was filed on July 5, 2022.

2. I submit this Supplemental Declaration in support of the Debtor’s Motion for an Order Approving (1) Key Employee Incentive Plan; (2) Key Employee Retention Plan; and (3) Granting Related Relief (the “Motion”). All capitalized terms not otherwise defined herein shall have the meaning set forth in the Motion.

3. Except as otherwise indicated, all statements set forth in this Declaration are based upon: (a) my personal knowledge; (b) information supplied to me by other members of the Debtor’s management or the Debtor’s professionals that I believe in good faith to be reliable; (c) my review of relevant documents; or (d) my opinion based upon my experience and knowledge of

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

the Debtor's operations and financial condition. If called upon to testify, I could and would testify to the facts set forth in this Declaration. The Debtor has authorized me to submit this Declaration.

4. As stated in more fully set forth in my Declaration filed in support of the Motion, the Key Employees were selected for participation in the KERP because they are not members of senior management, but are nonetheless critical and practically impossible to replace. They do not serve on the Board, take no part in the management of the Debtor, do not have sufficient control over corporate policy to be deemed an insider; rather, they hold such titles in name only. The Key Employees generally do not attend senior management meetings or participate in board meetings or corporate governance, and many of their duties are limited to particular divisions. Further, although the Key Employees are vital to the Debtor's business, they do not have the ability to influence the direction of the Debtor's business operations or their reorganization. No KERP Participant is a bona fide officer or director of the Debtor, is not appointed by the Board, or is a named executive officer. Each KERP Participant is required to report to a more senior corporate official for approval before taking any significant action with respect to the Debtor's corporate policies or the disposition of significant assets.

5. Specifically under the KERP, Brent Harwood, the Debtor's Vice President of Finance, will receive \$18,125 plus \$27,188, for a total of no more than \$45,313. Sam Altman, the Debtor's Senior Vice President of Inventory and Supply Chain Management, will receive \$19,970 plus \$29,955, for a total of no more than \$49,926. Regardless of their title, Mr. Harwood and Mr. Altman are not bona fide officers or directors of the Debtor. They both report to me. They were not appointed by the Board, do not regularly attend Board meetings, and do not report to the Board. They are not involved in high level management decisions or otherwise in control of the Debtor's operations.

6. For all of the reasons set forth in the Motion and related documents, the Debtor requests the Motion be granted.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: August 10, 2022

/s/ Jay Quickel
Jay Quickel
President and Chief Executive Officer